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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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FASHION WORLD, LTD.,

07-CV-6108

Plaintiff,

-against-

**JEFF GREEN, ZIARI INTERNATIONAL, LTD.,
US MERCHANTS FINANCIAL GROUP, INC.,
THE MERCHANT OF TENNIS, INC., LISA
NUNZIATA and METAMORPHISIS, INC.,**

Defendants.

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**DECLARATION IN OPPOSITION TO PLAINTIFF'S
MOTION FOR PRELIMINARY INJUNCTION**

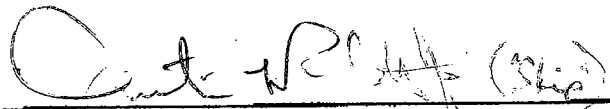
Justin (Skip) Rosenblatt hereby declares and states under penalty of perjury:

1. I was involved in the formation and subsequent performance of the licensing relationship between Fashion World Ltd. and Ziari International Ltd., concerning the licensing of the "F by Fortuna Valentino" mark. I have personal knowledge of the matters set forth herein.
2. On March 24, 2006, I participated in a meeting in the Los Angeles offices of Jeff Green, which was also attended by Mr. Condi. During this meeting, Messrs. Green and Condi agreed that the commissions payable under the License Agreement would be reduced from 5% to 2.5% in order to permit Ziari to have funds available to invest in the marketing and improvement of the product line. Both Mr. Green and Mr. Condi understood that if this were to occur, it would be a "win-win" for both parties.

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3. On September 28, 2006, I held another meeting with Mr. Condi about the License Agreement. During this meeting in New York City, I explained Ziari's plans to use the Mark on handbags to be sold to retailers such as TJ Maxx, Marshalls and QVC, in addition to the three "big box" stores listed in the Agreement. Mr. Condi agreed that Ziari would be authorized and permitted to sell handbags to those customers, and would not be limited to the three "authorized customers" listed in the License Agreement. Once again, Mr. Condi was in favor of these sales, because they would increase the overall Royalties paid to him.

4. Following the March 24, 2006 meeting, I understand that Ziari computed and paid commissions based on 2.5% rather than 5%. Following the September 28, 2006 meeting, Ziari commenced soliciting orders for handbags from TJ Maxx, Marshalls and QVC.


Justin (Skip) Rosenblum
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